FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL									
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* MARCIANO MAURICE				SSUER NAME and Tion		-	•			lationship of Reporti k all applicable) Director	• ,,	Issuer Owner			
(Last) C/O GUESS?, IN	(First)	(Middle	e)		Date of Earliest Trans 108/2004	saction (l	Monti	n/Day/Year)		X	Officer (give title below)		r (specify v)		
1444 SOUTH ALAMEDA STREET					f Amendment, Date	of Origin	al File	ed (Month/Day	y/Year)			ividual or Joint/Grou	ıp Filing (Check	Applicable	
(Street) LOS ANGELES CA 90021									Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zip)													
		Table I -	· Non-Deriva	ative	Securities Ac	quired,	Dis	posed of,	or Be	nefici	ially	Owned			
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Y		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquire Disposed Of (D) (Ins and 5)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
						Code	v	Amount	(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)	
Common Stock			09/08/20	04		S		100	D	\$16.	.44	15,926,814(1)	I	By Maurice Marciano Trust	
Common Stock			09/08/200	04		s		200	D	\$16	.57	15,926,614(2)	I	By Maurice Marciano Trust	
Common Stock			09/08/200	04		S		10,100	D	\$16	.52	15,916,514(3)	I	By Maurice Marciano Trust	
Common Stock			09/08/200	04		S		600	D	\$16	.55	15,915,914(4)	I	By Maurice Marciano Trust	
Common Stock			09/08/200	04		S		100	D	\$16	.54	15,915,814 ⁽⁵⁾	I	By Maurice Marciano Trust	
Common Stock			09/08/200	04		S		600	D	\$16	5.5	15,915,214(6)	I	By Maurice Marciano Trust	
Common Stock			09/08/200	04		S		100	D	\$16.	.49	15,915,114 ⁽⁷⁾	I	By Maurice Marciano Trust	
Common Stock			09/08/200	04		S		600	D	\$16.	.47	15,914,514(8)	I	By Maurice Marciano Trust	
Common Stock			09/08/200	04		S		100	D	\$16	.45	15,914,414 ⁽⁹⁾	I	By Maurice Marciano Trust	
					,	,	•	•	•	,				•	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transac Code (Ir 8)	tion istr.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D) Price		Transaction(s) (Instr. 3 and 4)	,	,	
Common Stock	09/09/2004		s		200	D	\$16.2	15,914,214(10)	I	By Maurice Marciano Trust	
Common Stock	09/09/2004		S		100	D	\$16.21	15,914,114(11)	I	By Maurice Marciano Trust	
Common Stock	09/09/2004		S		100	D	\$16.49	15,914,014(12)	I	By Maurice Marciano Trust	
Common Stock	09/09/2004		S		300	D	\$16.48	15,913,714 ⁽¹³⁾	I	By Maurice Marciano Trust	
Common Stock	09/09/2004		S		600	D	\$16.43	15,913,114(14)	I	By Maurice Marciano Trust	
Common Stock	09/09/2004		S		200	D	\$16.23	15,912,914(15)	I	By Maurice Marciano Trust	
Common Stock	09/09/2004		S		200	D	\$16.3	15,912,714(16)	I	By Maurice Marciano Trust	
Common Stock	09/09/2004		S		400	D	\$16.38	15,912,314(17)	I	By Maurice Marciano Trust	
Common Stock	09/09/2004		S		300	D	\$16.36	15,912,014(18)	I	By Maurice Marciano Trust	
Common Stock	09/09/2004		S		500	D	\$16.09	15,911,514(19)	I	By Maurice Marciano Trust	
Common Stock	09/09/2004		S		1,500	D	\$16.08	15,910,014(20)	I	By Maurice Marciano Trust	
Common Stock	09/09/2004		S		200	D	\$16.06	15,909,814(21)	I	By Maurice Marciano Trust	
Common Stock	09/09/2004		S		500	D	\$16.05	15,909,314(22)	I	By Maurice Marciano Trust	
Common Stock	09/09/2004		S		1,000	D	\$16.02	15,908,314(23)	I	By Maurice Marciano Trust	

		Tabl	e I - Non-D	erivativ	e Sec	urities	Acc	quired,	Dis	posed of	f, or E	Bene	eficiall	y Own	ed		
1. Title of S	Date	Transaction te onth/Day/Year)	Execu if any	eemed ition Date th/Day/Ye	е,	3. Transaction Code (Instr. 8)			ties Acquired (A) or d Of (D) (Instr. 3, 4			5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								Code	v	Amount	(A) (D)	or	Price	Transa	ction(s) 3 and 4)	(111501. 4)	(111501.4)
Common	Stock		09/0	09/2004				S		2,100	D		\$16.04	15,90)6,214 ⁽²⁴⁾	I	By Maurice Marciano Trust
Common	Stock		09/0	99/2004				S		100	D		\$16.01	15,90	06,114 ⁽²⁵⁾	I	By Maurice Marciano Trust
Common	Stock		09/0	99/2004				S		1,600	D		\$16	15,90)4,514 ⁽²⁶⁾	I	By Maurice Marciano Trust
Common	Stock		09/0	99/2004				S		600	D		\$16.03	15,90)3,914 ⁽²⁷⁾	I	By Maurice Marciano Trust
Common	Stock		09/0	99/2004				S		800	D		\$16.1	15,90)3,114 ⁽²⁸⁾	I	By Maurice Marciano Trust
Common	Common Stock		09/0	09/09/2004				S		700	D	D \$16.12		2 15,902,414 ⁽²⁹⁾		I	By Maurice Marciano Trust
Common	Stock		09/0	9/2004				S		500	D		\$16.14	15,90	01,914(30)	I	By Maurice Marciano Trust
		Та	ble II - Der							osed of, convertib				Owned			
1. Title of Derivative Security (Instr. 3)	Title of Conversion curity or Exercise Price of Derivative Security Title of Conversion Date (Month/Day/Year) 3. Transaction Date Execution Date, (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Execution Date, if any (Month/Day/Year))		4. Tran Code	saction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		tive ties ed	6. Date Exer Expiration D (Month/Day/		isable and	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. of D	Price f erivative ecurity nstr. 5)	derivative ive Securities y Beneficiall	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership	
				Code	e V	(A) ((D)	Date Exercis	able	Expiration Date	Title	or Nui of	mber ares				

Explanation of Responses:

- 1. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 15,815,909 shares held indirectly as sole trustee of the Maurice Marciano Trust (2000 Restatement); 10,000 held by his wife and 35 shares held as sole trustee of the Maurice Marciano Gift Trust FBO Caroline Marciano. Also includes 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 2. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 15,815,709 shares held indirectly as sole trustee of the Maurice Marciano Trust (2000 Restatement); 10,000 held by his wife and 35 shares held as sole trustee of the Maurice Marciano Gift Trust FBO Caroline Marciano. Also includes 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 3. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 15,805,609 shares held indirectly as sole trustee of the Maurice Marciano Trust (2000 Restatement); 10,000 held by his wife and 35 shares held as sole trustee of the Maurice Marciano Gift Trust FBO Caroline Marciano. Also includes 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 4. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 15,805,009 shares held indirectly as sole trustee of the Maurice Marciano Trust (2000 Restatement); 10,000 held by his wife and 35 shares held as sole trustee of the Maurice Marciano Gift Trust FBO Caroline Marciano. Also includes 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 5. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 15,804,909 shares held indirectly as sole trustee of the Maurice Marciano Trust (2000 Restatement); 10,000 held by his wife and 35 shares held as sole trustee of the Maurice Marciano Gift Trust FBO Caroline Marciano. Also includes 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.

- 6. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 15,804,309 shares held indirectly as sole trustee of the Maurice Marciano Trust (2000 Restatement); 10,000 held by his wife and 35 shares held as sole trustee of the Maurice Marciano Gift Trust FBO Caroline Marciano. Also includes 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 7. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 15,804,209 shares held indirectly as sole trustee of the Maurice Marciano Trust (2000 Restatement); 10,000 held by his wife and 35 shares held as sole trustee of the Maurice Marciano Gift Trust FBO Caroline Marciano. Also includes 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 8. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 15,803,609 shares held indirectly as sole trustee of the Maurice Marciano Trust (2000 Restatement); 10,000 held by his wife and 35 shares held as sole trustee of the Maurice Marciano Gift Trust FBO Caroline Marciano. Also includes 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 9. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 15,803,509 shares held indirectly as sole trustee of the Maurice Marciano Trust (2000 Restatement); 10,000 held by his wife and 35 shares held as sole trustee of the Maurice Marciano Gift Trust FBO Caroline Marciano. Also includes 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 10. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 15,803,309 shares held indirectly as sole trustee of the Maurice Marciano Trust (2000 Restatement); 10,000 held by his wife and 35 shares held as sole trustee of the Maurice Marciano Gift Trust FBO Caroline Marciano. Also includes 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 11. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 15,803,209 shares held indirectly as sole trustee of the Maurice Marciano Trust (2000 Restatement); 10,000 held by his wife and 35 shares held as sole trustee of the Maurice Marciano Gift Trust FBO Caroline Marciano. Also includes 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 12. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 15,803,109 shares held indirectly as sole trustee of the Maurice Marciano Trust (2000 Restatement); 10,000 held by his wife and 35 shares held as sole trustee of the Maurice Marciano Gift Trust FBO Caroline Marciano. Also includes 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 13. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 15,802,809 shares held indirectly as sole trustee of the Maurice Marciano Trust (2000 Restatement); 10,000 held by his wife and 35 shares held as sole trustee of the Maurice Marciano Giff Trust FBO Caroline Marciano. Also includes 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 14. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 15,802,209 shares held indirectly as sole trustee of the Maurice Marciano Trust (2000 Restatement); 10,000 held by his wife and 35 shares held as sole trustee of the Maurice Marciano Gift Trust FBO Caroline Marciano. Also includes 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 15. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 15,802,009 shares held indirectly as sole trustee of the Maurice Marciano Trust (2000 Restatement); 10,000 held by his wife and 35 shares held as sole trustee of the Maurice Marciano Gift Trust FBO Caroline Marciano. Also includes 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 16. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 15,801,809 shares held indirectly as sole trustee of the Maurice Marciano Trust (2000 Restatement); 10,000 held by his wife and 35 shares held as sole trustee of the Maurice Marciano Gift Trust FBO Caroline Marciano. Also includes 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 17. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 15,801,409 shares held indirectly as sole trustee of the Maurice Marciano Trust (2000 Restatement); 10,000 held by his wife and 35 shares held as sole trustee of the Maurice Marciano Gift Trust FBO Caroline Marciano. Also includes 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 18. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 15,801,109 shares held indirectly as sole trustee of the Maurice Marciano Trust (2000 Restatement); 10,000 held by his wife and 35 shares held as sole trustee of the Maurice Marciano Gift Trust FBO Caroline Marciano. Also includes 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 19. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 15,800,609 shares held indirectly as sole trustee of the Maurice Marciano Trust (2000 Restatement); 10,000 held by his wife and 35 shares held as sole trustee of the Maurice Marciano Gift Trust FBO Caroline Marciano. Also includes 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 20. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 15,799,109 shares held indirectly as sole trustee of the Maurice Marciano Trust (2000 Restatement); 10,000 held by his wife and 35 shares held as sole trustee of the Maurice Marciano Gift Trust FBO Caroline Marciano. Also includes 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 21. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 15,798,909 shares held indirectly as sole trustee of the Maurice Marciano Trust (2000 Restatement); 10,000 held by his wife and 35 shares held as sole trustee of the Maurice Marciano Gift Trust FBO Caroline Marciano. Also includes 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 22. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 15,798,409 shares held indirectly as sole trustee of the Maurice Marciano Trust (2000 Restatement); 10,000 held by his wife and 35 shares held as sole trustee of the Maurice Marciano Gift Trust FBO Caroline Marciano. Also includes 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 23. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 15,797,409 shares held indirectly as sole trustee of the Maurice Marciano Trust (2000 Restatement); 10,000 held by his wife and 35 shares held as sole trustee of the Maurice Marciano Gift Trust FBO Caroline Marciano. Also includes 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 24. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 15,795,309 shares held indirectly as sole trustee of the Maurice Marciano Trust (2000 Restatement); 10,000 held by his wife and 35 shares held as sole trustee of the Maurice Marciano Gift Trust FBO Caroline Marciano. Also includes 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 25. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 15,795,209 shares held indirectly as sole trustee of the Maurice Marciano Trust (2000 Restatement); 10,000 held by his wife and 35 shares held as sole trustee of the Maurice Marciano Gift Trust FBO Caroline Marciano. Also includes 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 26. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 15,793,609 shares held indirectly as sole trustee of the Maurice Marciano Trust (2000 Restatement); 10,000 held by his wife and 35 shares held as sole trustee of the Maurice Marciano Gift Trust FBO Caroline Marciano. Also includes 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.

- 27. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 15,793,009 shares held indirectly as sole trustee of the Maurice Marciano Trust (2000 Restatement); 10,000 held by his wife and 35 shares held as sole trustee of the Maurice Marciano Gift Trust FBO Caroline Marciano. Also includes 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
- 28. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 15,792,209 shares held indirectly as sole trustee of the Maurice Marciano Trust (2000 Restatement); 10,000 held by his wife and 35 shares held as sole trustee of the Maurice Marciano Gift Trust FBO Caroline Marciano. Also includes 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.
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- 30. Includes shares of Common Stock beneficially owned by Maurice Marciano as follows: 15,791,009 shares held indirectly as sole trustee of the Maurice Marciano Trust (2000 Restatement); 10,000 held by his wife and 35 shares held as sole trustee of the Maurice Marciano Gift Trust FBO Caroline Marciano. Also includes 100,870 shares held by the Maurice Marciano 2001 Children's Trust, beneficiaries of which are members of the reporting person's immediate family, the inclusion herein of which shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of such shares.

Remarks:

Maurice Marciano 09/10/2004

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.